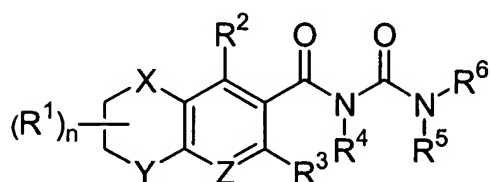
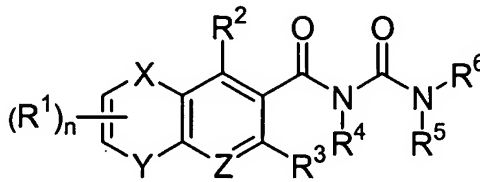


Claim amendments

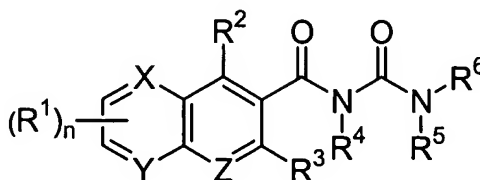
1. (originally presented) A compound of Formula I, Formula II, or Formula III:



I



II



III

wherein:

n is an integer of 0 to 4 in Formula I, and is an integer of 0 to 2 in Formula II and Formula III;

X and Y are independently O, S, CH-R⁸, or N-R⁷ in Formula I and Formula II, and are independently N and C-R⁷ in Formula III;

Z is N or C-R⁸;

provided that at least one of X, Y, and Z is a non-carbon ring atom;

each R¹ is independently, optionally substituted lower alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl(lower alkyl), optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aryl(lower alkyl), halo(lower alkyl), -CF₃, halogen, nitro, -CN, -OR⁹, -SR⁹, -NR⁹R¹⁰, -NR⁹(CH₂)₁₋₆C(=O)OR¹⁰, -C(=O)R⁹, C(=O)OR⁹, -C(=O)NR⁹R¹⁰, -OC(=O)R⁹, -SO₂R⁹, -OSO₂R⁹, -SO₂NR⁹R¹⁰, -NR⁹SO₂R¹⁰ or -NR⁹C(=O)R¹⁰, wherein R⁹ and R¹⁰ are independently, hydrogen, optionally substituted lower alkyl, lower alkyl-N(C₁₋₂ alkyl)₂, lower alkyl(optionally substituted heterocycloalkyl), alkenyl, alkynyl, optionally substituted cycloalkyl, cycloalkyl(lower alkyl), optionally substituted heterocycloalkyl(lower alkyl), aryl(lower alkyl), optionally substituted aryl, heteroaryl, heteroaryl(lower alkyl), or R⁹ and R¹⁰ together are -(CH₂)₄₋₆ optionally interrupted by one O, S, NH, N-(aryl), N-(aryl(lower alkyl)), N-(CH₂)₁₋₆C(=O)OR (where R is hydrogen or lower alkyl) or N-(optionally substituted C₁₋₂ alkyl) group, or in Formula I, n=2 and the two R¹'s together constitute =O,

R², R³ and R⁸ are independently, hydrogen, optionally substituted lower alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl(lower alkyl), optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aryl(lower alkyl), halo(lower alkyl), -CF₃, halogen, nitro, -CN, -OR⁹, -SR⁹, -NR⁹R¹⁰, -NR⁹(CH₂)₁₋₆C(=O)OR¹⁰, -C(=O)R⁹, -(=O)OR⁹, -C(=O)NR⁹R¹⁰, -OC(=O)R⁹, -SO₂R⁹, -OSO₂R⁹, -SO₂NR⁹R¹⁰, -NR⁹SO₂R¹⁰ or -NR⁹C(=O)R¹⁰, where R⁹ and R¹⁰ are independently, hydrogen, optionally substituted lower alkyl, lower alkyl-N(C₁₋₂ alkyl)₂, lower alkyl(optionally substituted heterocycloalkyl), alkenyl, alkynyl, optionally substituted cycloalkyl, cycloalkyl(lower alkyl), optionally substituted heterocycloalkyl(lower alkyl), aryl(lower alkyl), optionally substituted aryl, heteroaryl, heteroaryl(lower alkyl), or R⁹ and R¹⁰ together are -(CH₂)₄₋₆ optionally interrupted by one O, S, NH, N-(aryl), N-(aryl(lower alkyl)), N-(CH₂)₁₋₆C(=O)OR (where R is hydrogen or lower alkyl) or N-(optionally substituted C₁₋₂ alkyl) group,

each R⁷ is independently, hydrogen, optionally substituted lower alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl(lower alkyl), aryl, substituted aryl, aryl(lower alkyl), substituted aryl(lower alkyl), halo(lower alkyl), -C(=O)R⁹, -C(=O)OR⁹, -C(=O)NR⁹R¹⁰, -SO₂OR⁹, -SO₂NR⁹R¹⁰, where R⁹ and R¹⁰ are independently, hydrogen, optionally substituted lower alkyl, lower alkyl-N(C₁₋₂ alkyl)₂, lower alkyl(optionally substituted heterocycloalkyl), alkenyl, alkynyl, optionally substituted cycloalkyl, cycloalkyl(lower alkyl), optionally substituted heterocycloalkyl(lower alkyl), aryl(lower alkyl), optionally substituted aryl, heteroaryl, heteroaryl(lower alkyl), or R⁹ and R¹⁰ together are -(CH₂)₄₋₆ optionally interrupted by one O, S, NH, N-(aryl), N-(aryl(lower alkyl)), N-(CH₂)₁₋₆C(=O)OR (where R is hydrogen or lower alkyl) or N-(optionally substituted C₁₋₂ alkyl) group,

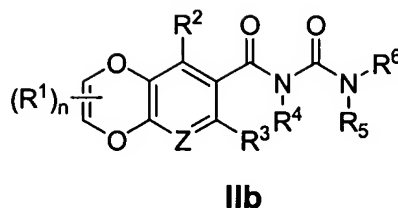
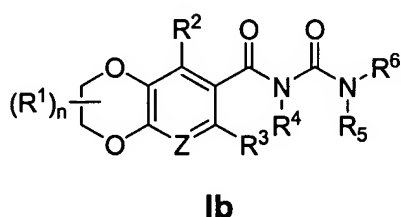
R⁴ and R⁵ are independently, hydrogen, lower alkyl optionally substituted lower alkyl, optionally substituted aryl, or optionally substituted aryl(lower alkyl), or, together, are -(CH₂)₂₋₄,

R⁶ is hydrogen, optionally substituted lower alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl(lower alkyl), optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted aryl(lower alkyl), optionally substituted heteroaryl, optionally substituted heteroaryl(lower alkyl), -C(=O)R¹¹, -C(=O)OR¹¹, -C(=O)NR¹¹R¹², -SO₂R¹¹, or -SO₂NR¹¹R¹², where R¹¹ and R¹² are independently, hydrogen, optionally substituted lower alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl(lower alkyl), optionally substituted aryl, heteroaryl, heteroaryl(lower alkyl), or R¹¹ and R¹² together are -(CH₂)₄₋₆,

or a pharmaceutically acceptable salt thereof, optionally in the form of a single stereoisomer or mixture of stereoisomers thereof.

2. - 52. (canceled)

53. (new) A compound of formula Ib or formula IIb:



where:

n is an integer of 0 to 4 in Formula Ib, and is an integer of 0 to 2 in Formula IIb;

Z is N or C-R⁸;

each R¹ is independently optionally substituted lower alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl(lower alkyl), optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aryl(lower alkyl), halo(lower alkyl), -CF₃, halogen, nitro, -CN, -OR⁹, -SR⁹, -NR⁹R¹⁰, -NR⁹(CH₂)₁₋₆C(=O)OR¹⁰, -C(=O)R⁹, C(=O)OR⁹, -C(=O)NR⁹R¹⁰, -OC(=O)R⁹, -SO₂R⁹, -OSO₂R⁹, -SO₂NR⁹R¹⁰, -NR⁹SO₂R¹⁰ or -NR⁹C(=O)R¹⁰, where R⁹ and R¹⁰ are independently, hydrogen, optionally substituted lower alkyl, lower alkyl-N(C₁₋₂ alkyl)₂, lower alkyl(optionally substituted heterocycloalkyl), alkenyl, alkynyl, optionally substituted cycloalkyl, cycloalkyl(lower alkyl), optionally substituted heterocycloalkyl(lower alkyl), aryl(lower alkyl), optionally substituted aryl, heteroaryl, heteroaryl(lower alkyl), or R⁹ and R¹⁰ together are -(CH₂)₄₋₆ optionally interrupted by one O, S, NH, N-(aryl), N-(aryl(lower alkyl)), N-(CH₂)₁₋₆C(=O)OR (where R is hydrogen or lower alkyl) or N-(optionally substituted C₁₋₂ alkyl) group, or in Formula I, n=2 and the two R¹'s together constitute =O,

R², R³ and R⁸ are independently hydrogen, optionally substituted lower alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl(lower alkyl), optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aryl(lower alkyl), halo(lower alkyl), -CF₃, halogen, nitro, -CN, -OR⁹, -SR⁹, -NR⁹R¹⁰, -NR⁹(CH₂)₁₋₆C(=O)OR¹⁰, -C(=O)R⁹, -(=O)OR⁹, -C(=O)NR⁹R¹⁰, -OC(=O)R⁹, -SO₂R⁹, -OSO₂R⁹, -SO₂NR⁹R¹⁰, -NR⁹SO₂R¹⁰ or -NR⁹C(=O)R¹⁰, where R⁹ and R¹⁰ are independently, hydrogen, optionally substituted lower alkyl, lower alkyl-N(C₁₋₂ alkyl)₂, lower alkyl(optionally substituted heterocycloalkyl), alkenyl, alkynyl, optionally substituted cycloalkyl, cycloalkyl(lower alkyl), optionally substituted heterocycloalkyl(lower alkyl), aryl(lower alkyl), optionally

substituted aryl, heteroaryl, heteroaryl(lower alkyl), or R⁹ and R¹⁰ together are -(CH₂)₄₋₆ optionally interrupted by one O, S, NH, N-(aryl), N-(aryl(lower alkyl)), N-(CH₂)₁₋₆C(=O)OR (where R is hydrogen or lower alkyl) or N-(optionally substituted C₁₋₂ alkyl) group,

R⁴ and R⁵ are independently hydrogen, lower alkyl optionally substituted lower alkyl, optionally substituted aryl, or optionally substituted aryl(lower alkyl), or, together, are -(CH₂)₂₋₄, and

R⁶ is hydrogen, optionally substituted lower alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl(lower alkyl), optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted aryl(lower alkyl), optionally substituted heteroaryl, optionally substituted heteroaryl(lower alkyl), -C(=O)R¹¹, -C(=O)OR¹¹, -C(=O)NR¹¹R¹², -SO₂R¹¹, or -SO₂NR¹¹R¹², where R¹¹ and R¹² are independently, hydrogen, optionally substituted lower alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl(lower alkyl), optionally substituted aryl, heteroaryl, heteroaryl(lower alkyl), or R¹¹ and R¹² together are -(CH₂)₄₋₆,
or a pharmaceutically acceptable salt thereof, as a single stereoisomer or mixture of stereoisomers.

54. (new) A compound of claim 53 where Z is C-R⁸.

55. (new) A compound of claim 53 where Z is C-H.

56. (new) A compound of claim 53 where the compound is a compound of Formula Ib, or a pharmaceutically acceptable salt thereof, as a single stereoisomer or mixture of stereoisomers.

57. (new) A compound of claim 53 where the compound is a compound of Formula IIb, or a pharmaceutically acceptable salt thereof, as a single stereoisomer or mixture of stereoisomers.

58. (new) A compound of claim 53 where each R¹ is independently, optionally substituted lower alkyl, optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aryl(lower alkyl), halogen, -OR⁹, -NR⁹R¹⁰, -C(=O)OR⁹, -C(=O)NR⁹R¹⁰, -SO₂NR⁹R¹⁰, or -NR⁹C(=O)R¹⁰, where R⁹ and R¹⁰ are independently, hydrogen, optionally substituted lower alkyl, lower alkyl-N(C₁₋₂ alkyl)₂, lower alkyl(optionally substituted heterocycloalkyl), aryl(lower alkyl), optionally substituted aryl, heteroaryl, or heteroaryl(lower alkyl).

59. (new) A compound of claim 53 where n=0.

60. (new) A compound of claim 53 where R^2 is optionally substituted lower alkyl, cycloalkyl, optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aryl(lower alkyl), halogen, $-OR^9$, $-NR^9(CH_2)_{1-6}C(=O)OR^{10}$, $-C(=O)OR^9$, $-C(=O)NR^9R^{10}$, $-SO_2NR^9R^{10}$, or $-NR^9C(=O)R^{10}$, where R^9 and R^{10} are independently, hydrogen, optionally substituted lower alkyl, lower alkyl- $N(C_{1-2} \text{ alkyl})_2$, lower alkyl(optionally substituted heterocycloalkyl), optionally substituted cycloalkyl, cycloalkyl(lower alkyl), optionally substituted aryl, heteroaryl, heteroaryl(lower alkyl), or R^9 and R^{10} together are $-(CH_2)_{4-6}$ optionally interrupted by one O, S, NH, N-(aryl), N-(aryl(lower alkyl)), $N-(CH_2)_{1-6}C(=O)OR$ (where R is hydrogen or lower alkyl) or N-(optionally substituted C_{1-2} alkyl) group.

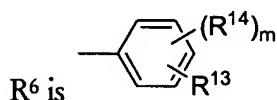
61. (new) A compound of claim 53 where R^2 is $-NR^9R^{10}$, wherein R^9 and R^{10} are independently, hydrogen, optionally substituted lower alkyl, lower alkyl- $N(C_{1-2} \text{ alkyl})_2$, lower alkyl(optionally substituted heterocycloalkyl), alkenyl, alkynyl, optionally substituted cycloalkyl, cycloalkyl(lower alkyl), benzyl, optionally substituted aryl, heteroaryl, heteroaryl(lower alkyl), or R^9 and R^{10} together are $-(CH_2)_{4-6}$ optionally interrupted by one O, S, NH, N-(aryl), N-(aryl(lower alkyl)), $N-(CH_2)_{1-6}C(=O)OR$ (where R is hydrogen or lower alkyl) or N-(optionally substituted C_{1-2} alkyl) group.

62. (new) A compound of claim 53 where R^2 is hydrogen.

63. (new) A compound of claim 53 where the compound is a compound of formula Ib, where Z is C-H, $n = 0$, and R^2 is hydrogen, or a pharmaceutically acceptable salt thereof, as a single stereoisomer or mixture of stereoisomers.

64. (new) A compound of claim 53 where R^3 is optionally substituted lower alkyl, optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aryl(lower alkyl), halo(lower alkyl), halogen, $-OR^9$, $-NR^9R^{10}$, $-C(=O)OR^9$, or $-C(=O)NR^9R^{10}$, where R^9 and R^{10} are independently, hydrogen, optionally substituted lower alkyl, lower alkyl- $N(C_{1-2} \text{ alkyl})_2$, lower alkyl(optionally substituted heterocycloalkyl), optionally substituted cycloalkyl, cycloalkyl(lower alkyl), optionally substituted aryl, heteroaryl, heteroaryl(lower alkyl), or R^9 and R^{10} together are $-(CH_2)_{4-6}$ optionally interrupted by one O, S, NH, N-(aryl), N-(aryl(lower alkyl)), $N-(CH_2)_{1-6}C(=O)OR$ (where R is hydrogen or lower alkyl) or N-(optionally substituted C_{1-2} alkyl) group.

65. (new) A compound of claim 53 where R³ is hydrogen.
66. (new) A compound of claim 53 where R⁴ and R⁵ are independently hydrogen or lower alkyl.
67. (new) A compound of claim 53 where R⁶ is hydrogen, optionally substituted lower alkyl, alkenyl, cycloalkyl, cycloalkyl(lower alkyl), optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted aryl(lower alkyl), optionally substituted heteroaryl, optionally substituted heteroaryl(lower alkyl), -C(=O)R¹¹, -C(=O)OR¹¹, -C(=O)NR¹¹R¹², -SO₂R¹¹, or -SO₂NR¹¹R¹², where R¹¹ and R¹² are independently, hydrogen, optionally substituted lower alkyl, cycloalkyl, cycloalkyl(lower alkyl), aryl, heteroaryl, heteroaryl(lower alkyl), or R¹¹ and R¹² together are -(CH₂)₄₋₆.
68. (new) A compound of claim 53 where:



m is an integer of 0 to 4;

R¹³ is hydrogen, optionally substituted lower alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl(lower alkyl), heterocycloalkyl, optionally substituted aryl, optionally substituted aryl(lower alkyl), optionally substituted heteroaryl, optionally substituted heteroaryl(lower alkyl), halo(lower alkyl), -CF₃, halogen, nitro, -CN, -OR¹⁵, -SR¹⁵, -NR¹⁵R¹⁶, -C(=O)R¹⁵, -C(=O)OR¹⁵, -C(=O)NR¹⁵R¹⁶, -OC(=O)R¹⁵, -SO₂R¹⁵, -SO₂NR¹⁵R¹⁶, -NR¹⁵SO₂R¹⁶ or -NR¹⁵C(=O)R¹⁶, where R¹⁵ and R¹⁶ are independently, hydrogen, optionally substituted lower alkyl, alkenyl, alkynyl, -CF₃, cycloalkyl, optionally substituted heterocycloalkyl, cycloalkyl(lower alkyl), optionally substituted aryl, optionally substituted heteroaryl, optionally substituted heteroaryl(lower alkyl), or, together, are -(CH₂)₄₋₆ optionally interrupted by one O, S, NH or N-(C₁₋₂ alkyl) group, and

each R¹⁴ is independently optionally substituted lower alkyl, optionally substituted aryl, optionally substituted heteroaryl, hydroxy, halogen, -CF₃, -OR¹⁷, -NR¹⁷R¹⁸, -C(=O)R¹⁷, -C(=O)OR¹⁷, -C(=O)NR¹⁷R¹⁸, where R¹⁷ and R¹⁸ are independently, hydrogen, lower alkyl, alkenyl, alkynyl, -CF₃, optionally substituted heterocycloalkyl, cycloalkyl, cycloalkyl(lower alkyl), optionally substituted aryl, heteroaryl, heteroaryl(lower alkyl), or, together, are -(CH₂)₄₋₆, optionally interrupted by one O, S, NH or N-(C₁₋₂ alkyl) group.

69. (new) A compound of claim 68 where R¹³ is hydrogen, optionally substituted lower alkyl, alkenyl, heterocycloalkyl, optionally substituted aryl, optionally substituted aryl(lower alkyl), optionally substituted heteroaryl, optionally substituted heteroaryl(lower alkyl), halo(lower alkyl), -CF₃, halogen, nitro, -CN, -OR¹⁵, -SR¹⁵, -NR¹⁵R¹⁶, -C(=O)R¹⁵, -C(=O)OR¹⁵, -C(=O)NR¹⁵R¹⁶, -OC(=O)R¹⁵, -SO₂R¹⁵, -SO₂NR¹⁵R¹⁶, or -NR¹⁵C(=O)R¹⁶, where R¹⁵ and R¹⁶ are independently, hydrogen, optionally substituted lower alkyl, alkenyl, cycloalkyl, optionally substituted heterocycloalkyl, cycloalkyl(lower alkyl), optionally substituted aryl, optionally substituted heteroaryl, optionally substituted heteroaryl(lower alkyl) or, together, are -(CH₂)₄₋₆ optionally interrupted by one O, S, NH or N-(C₁₋₂ alkyl) group.

70. (new) A compound of claim 69 where R¹³ is optionally substituted lower alkyl, alkenyl, heterocycloalkyl, optionally substituted aryl, optionally substituted aryl(lower alkyl), optionally substituted heteroaryl, optionally substituted heteroaryl(lower alkyl), halo(lower alkyl), -CF₃, halogen, nitro, -CN, -OR¹⁵, -SR¹⁵, -NR¹⁵R¹⁶, -C(=O)R¹⁵, -C(=O)OR¹⁵, -C(=O)NR¹⁵R¹⁶, -OC(=O)R¹⁵, -SO₂R¹⁵, -SO₂NR¹⁵R¹⁶, or -NR¹⁵C(=O)R¹⁶, where R¹⁵ and R¹⁶ are independently, hydrogen, optionally substituted lower alkyl, alkenyl, cycloalkyl, optionally substituted heterocycloalkyl, cycloalkyl(lower alkyl), optionally substituted aryl, optionally substituted heteroaryl, optionally substituted heteroaryl(lower alkyl) or, together, are -(CH₂)₄₋₆ optionally interrupted by one O, S, NH or N-(C₁₋₂ alkyl) group.

71. (new) A compound of claim 70 where R¹³ is independently selected from aryl, substituted aryl, optionally substituted heteroaryl, halogen, -CF₃, -CN, -OR¹⁵, or -C(=O)OR¹⁵, where R¹⁵ is hydrogen, lower alkyl or optionally substituted aryl.

72. (new) A compound of claim 68 where each R¹⁴ is independently selected from optionally substituted lower alkyl, optionally substituted aryl, optionally substituted heteroaryl, hydroxy, halogen, -CF₃, -OR¹⁷, -NR¹⁷R¹⁸, -C(=O)R¹⁸, -C(=O)OR¹⁸, and -C(=O)NR¹⁷R¹⁸, where R¹⁷ and R¹⁸ are, independently, hydrogen, lower alkyl, alkenyl, or optionally substituted aryl.

73. (new) A compound of claim 68 where each R¹⁴ is independently selected from halogen, -CF₃, -OR¹⁷, -C(=O)OR¹⁷, or -OCH₂C(=O)OR¹⁷, where R¹⁷ is hydrogen, lower alkyl or optionally substituted aryl.

74. (new) A compound of claim 68 where R¹³ is not hydrogen, and m is an integer of 1 to 2.

75. (new) A compound of claim 74 where m is 1.

76. (new) A compound of claim 68 where R² and R³ are independently selected from hydrogen, lower alkyl, and halogen.

77. (new) A compound of claim 53 that is selected from the group consisting of:

2H,3H-benzo[e]1,4-dioxan-6-yl-N-{(3-chlorophenyl)amino}carbonyl} carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{(3,4-dichlorophenyl)amino}carbonyl} carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{(3-chloro-4-hydroxyphenyl)amino}carbonyl} carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{(4-(trifluoromethyl)phenyl)amino}carbonyl} carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{(4-chlorophenyl)amino}carbonyl} carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{(3-bromophenyl)amino}carbonyl} carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{(3-cyanophenyl)amino}carbonyl} carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{(2,4-dichlorophenyl)amino}carbonyl} carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{(4-iodophenyl)amino}carbonyl} carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{(3-iodophenyl)amino}carbonyl} carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{(3-(trifluoromethoxy)phenyl)amino}carbonyl} carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{(3-(methylethyl)phenyl)amino}carbonyl} carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{(3-methylphenyl)amino}carbonyl} carboxamide;
2H,3H-benzo[e]1,4-dioxan-6-yl-N-{(2-iodophenyl)amino}carbonyl} carboxamide;
2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{(3-(trifluoromethyl)phenyl)amino}carbonyl} carboxamide;
2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{(3-(trifluoromethylthio)phenyl)amino}carbonyl} carboxamide;
2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{(3-ethylphenyl)amino}carbonyl} carboxamide;
2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{(3-ethoxyphenyl)amino}carbonyl} carboxamide;
2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{(3-(methylethoxy)phenyl)amino}carbonyl} carboxamide;
2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{(3-phenylphenyl)amino}carbonyl} carboxamide;
2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{(3-(tert-butyl)phenyl)amino}carbonyl} carboxamide;
2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{(3-chloro-4-methylphenyl)amino}carbonyl} carboxamide;
2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{(3-iodo-4-methylphenyl)amino}carbonyl} carboxamide;
2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{(4-methyl-3-(trifluoromethyl)phenyl)amino}carbonyl}-
carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-({[4-fluoro-3-(trifluoromethyl)phenyl]amino} carbonyl)-carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-({[3,4-bis(trifluoromethyl)phenyl]amino} carbonyl)carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-({[3,5-bis(trifluoromethyl)phenyl]amino} carbonyl)carboxamide;

2H,3H-benzo[e]1,4-dioxan-6-yl-N-({[4-chloro-3-(trifluoromethyl)phenyl]amino} carbonyl)carboxamide;

2H,3H-benzo[e]1,4-dioxan-6-yl-N-({[3-phenoxyphenyl]amino} carbonyl)carboxamide;

2H,3H-benzo[e]1,4-dioxan-6-yl-N-({[3-nitrophenyl]amino} carbonyl)carboxamide;

2H,3H-benzo[e]1,4-dioxan-6-yl-N-({[3,5-dichlorophenyl]amino} carbonyl)carboxamide;

2H,3H-benzo[e]1,4-dioxan-6-yl-N-({[3-acetylphenyl]amino} carbonyl)carboxamide;

methyl 3-({[(2H,3H-benzo[e]1,4-dioxan-6-ylcarbonylamino)carbonyl]amino} benzoate;

2H,3H-benzo[e]1,4-dioxan-6-yl-N-({[3-(1H-1,2,3,4-tetrazol-5-yl)phenyl]amino} carbonyl)carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-({[3-ethynylphenyl]amino} carbonyl)carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-({[3-chloro-2-methylphenyl]amino} carbonyl)carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-({[5-chloro-2-methylphenyl]amino} carbonyl)carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-({[5-iodo-2-methylphenyl]amino} carbonyl)carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-({[5-chloro-2-methoxyphenyl]amino} carbonyl)carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-({[3-chloro-2,6-diethylphenyl]amino} carbonyl)carboxamide;

2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-({[3-(1,3-thiazol-2-yl)phenyl]amino} carbonyl)carboxamide;

2H,3H-benzo[e]1,4-dioxan-6-yl-N-({[3-(2-thienyl)phenyl]amino} carbonyl)carboxamide;

2H,3H-benzo[e]1,4-dioxan-6-yl-N-({[3-(3-thienyl)phenyl]amino} carbonyl)carboxamide;

2H,3H-benzo[e]1,4-dioxan-6-yl-N-({[3-(2-furyl)phenyl]amino} carbonyl)carboxamide;

2H,3H-benzo[e]1,4-dioxan-6-yl-N-({[3-(2-pyridyl)phenyl]amino} carbonyl)carboxamide;

2H,3H-benzo[e]1,4-dioxan-6-yl-N-({[4-(1H-1,2,3,4-tetrazol-5-yl)phenyl]amino} carbonyl)carboxamide;

methyl 5-({[(2H,3H-benzo[e]1,4-dioxan-6-ylcarbonylamino)carbonyl]amino}-2-bromobenzoate;

3-({[(2H,3H-benzo[e]1,4-dioxan-6-ylcarbonylamino)carbonyl]amino}-5-(trifluoromethyl)benzoic acid;

2H,3H-benzo[e]1,4-dioxan-6-yl-N-({[3-hydroxy-5-(trifluoromethyl)phenyl]amino} carbonyl)-carboxamide;

5-({[(2H,3H-benzo[e]1,4-dioxan-6-ylcarbonylamino)carbonyl]amino}-2-bromobenzoic acid;

4-({[(2H,3H-benzo[e]1,4-dioxan-6-ylcarbonylamino)carbonyl]amino}-2-chlorophenyl acetate;

4-({[(2H,3H-benzo[e]1,4-dioxan-6-ylcarbonylamino)carbonyl]amino}-2-chlorophenyl methyl propane-1,3-dioate;

2-[(4-{[(2H,3H-benzo[e]1,4-dioxan-6-ylcarbonylamino)carbonyl]amino}-2-chlorophenyl)oxycarbonyl]-acetic acid;
methyl 2-(4-{[(2H,3H-benzo[e]1,4-dioxan-6-ylcarbonylamino)carbonyl]amino}-2-chlorophenoxy)-acetate;
2-(4-{[(2H,3H-benzo[e]1,4-dioxan-6-ylcarbonylamino)carbonyl]amino}-2-chlorophenoxy)acetic acid;
phenylmethyl 2-(4-{[(2H,3H-benzo[e]1,4-dioxan-6-ylcarbonylamino)carbonyl]amino}-2-chlorophenoxy)acetate;
4-{[(2H,3H-benzo[e]1,4-dioxan-6-ylcarbonylamino)carbonyl]amino}-2-chlorobenzoic acid;
5-{[(2H,3H-benzo[3,4-e]1,4-dioxin-6-ylcarbonylamino)carbonyl]amino}-2-chlorobenzoic acid;
4-{[(2H,3H-benzo[3,4-e]1,4-dioxin-6-ylcarbonylamino)carbonyl]amino} benzoic acid;
3-{[(2H,3H-benzo[3,4-e]1,4-dioxin-6-ylcarbonylamino)carbonyl]amino} benzoic acid;
2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{[(2-chloro(4-pyridyl))amino]carbonyl} carboxamide;
2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{[(6-chloro-4-methylpyrimidin-2-yl)amino]carbonyl} carboxamide;
2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-([5-(trifluoromethyl)(1,3,4-thiadiazol-2-yl)]amino)carbonyl)-carboxamide;
2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{[(3-chlorophenyl)(methoxymethyl)amino]carbonyl}-N-(methoxymethyl)carboxamide; and
2H,3H-benzo[3,4-e]1,4-dioxin-6-yl-N-{[(3-chlorophenyl)amino]carbonyl}-N-[(2-methoxyethoxy)methyl]carboxamide;
and the pharmaceutically acceptable salts thereof, as single stereoisomers or mixtures of stereoisomers.

78. (new) A pharmaceutical composition comprising:

- (a) a therapeutically effective amount of a compound of claim 53; and
- (b) a pharmaceutically acceptable excipient.

79. (new) The pharmaceutical composition of claim 78 further comprising an anti-inflammatory drug, cytokine, or immunomodulator.

80. (new) A method of treating an allergic, inflammatory, or autoimmune disease in a mammal, comprising administration to the mammal of a therapeutically effective amount of a compound of claim 53.

- 81. (new) The method of claim 80, where the disease is asthma.
- 82. (new) The method of claim 80, where the disease is pulmonary fibrosis.
- 83. (new) The method of claim 80, where the disease is diabetic nephropathy.
- 84. (new) The method of claim 80, where the disease is rheumatoid arthritis.
- 85. (new) The method of claim 80, where the disease is restenosis.
- 86. (new) The method of claim 80, where the disease is pancreatitis.
- 87. (new) The method of claim 80, where the disease is glomerulonephritis.
- 88. (new) The method of claim 80, where the disease is atherosclerosis.
- 89. (new) The method of claim 80, where the disease is inflammatory bowel disease.
- 90. (new) The method of claim 80, where the disease is Crohn's disease.
- 91. (new) The method of claim 80, where the disease is transplant rejection.
- 92. (new) The method of claim 80, where the disease is associated with lymphocyte and/or monocyte accumulation.
- 93. (new) The method of claim 80, where the compound is administered in combination with an anti-inflammatory drug, cytokine, or immunomodulator.
- 94. (new) A method of inhibiting leukocyte migration in a mammal, comprising administration to the mammal of a therapeutically effective dose of a compound of claim 53.